

# EXHIBIT F

## Part 1

*Schottenfeld*  
EXHIBIT 2  
FOR IDENTIFICATION  
10-9-06  
D.H. LONDON

# Schottenfeld Associates

October 2005

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## **Schottenfeld Associates**

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# Schottenfeld Profile

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## History

- Current fund founded in 1996
- Associated Broker/Dealer founded in 2004

## Team

- 4 People + CFO + Office Managers

## Investment Focus

- Actively managed fund focused on three sectors:
  - (i) technology value
  - (ii) technology related transformations
  - (iii) special situations value

## Investment Objective

- To generate superior, risk adjusted returns using a bottoms-up, fundamental, research-driven stock selection discipline
- Return target of 15 to 20% per annum with standard deviation (volatility) under 10%
- Profit from a diversified portfolio which invests long and short in companies trading at attractive multiples of cash flow that are poised to benefit from operational and financial initiatives
- Capital preservation and technological risk management implemented month/year

## Returns

- Total return in excess of 426% since inception (January 1996)
  - NASDAQ returned 88% during that span
  - S&P 500 returned 124% during that span
- Outperformed NASDAQ by 33%, 14% and 18% in 2000, 2001 and 2002

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## Our Edge

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- Professionals have extensive experience in the securities industry (particularly in the hedge fund business) and performing creative, value-added fundamental research/analysis
- Possess a broad network of corporate management and investment professionals who are approached with specific agendas
- Style agnostic investment philosophy which optimizes the use of capital across stocks, sub-sectors, investment strategies and dynamic risk management processes largely in the technology sector
- Considerable attention placed on building a strong back office and operating systems
- Senior investment professionals are invested significantly in the Funds and are compensated based on the Funds' performance

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## How Are We Different?

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- Multiple cycle technology investments with opportunistic trading
  - Longer term investment horizons "special case" strategies
  - Combination of flexible and opportunistic bottoms up investment philosophy with top down, thematically-driven risk management
  - Cross over alpha extraction via multi-cycle investing
- Strive to identify disparity of valuation to intrinsic value
  - Valuation and quantitative models
  - Management assessment and corporate governance
  - Legal and regulatory
- Fund is investment + trading/trader driven
- Channel checking using an extensive rolodex of industry contacts
- Focus is over a market cycle
- "Activist Approach" to investigating investment theses
- Single trigger puller in the context of a strong analytical and tactically oriented team approach
- No use of leverage

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# Multiple Cycle Technology Investing

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## I. Technology Value

- Technology companies trading at low multiples of cash flow or asset value
- Companies poised to benefit from operational and financial initiatives or sector upswings

## II. Tech Transformation

- Non-technology companies impacted by technology developments
- Measuring the effect of technology developments on profitability, competitive dynamics or valuation metrics

## III. Special Situations Value

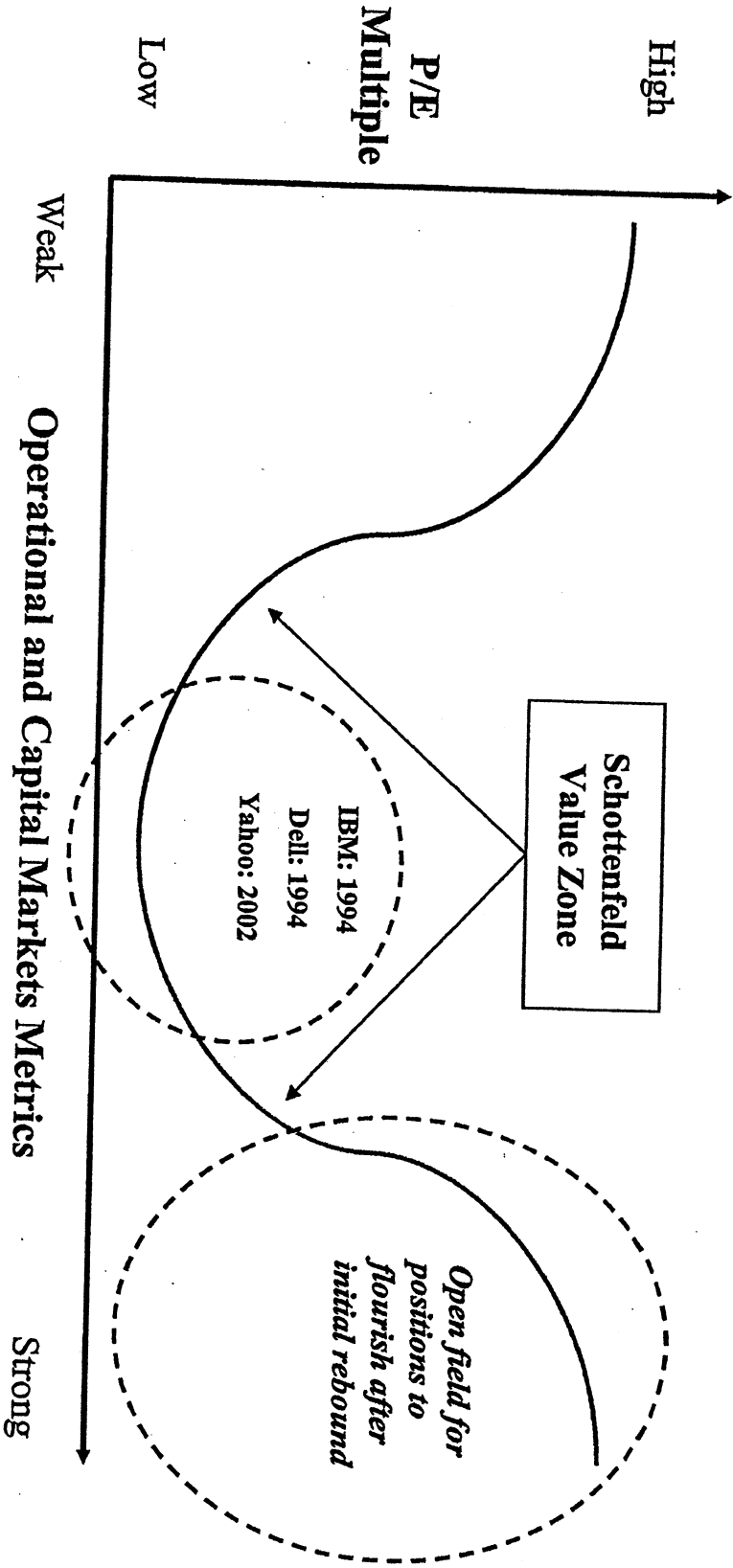
- Companies experiencing market price dislocation due to company-specific or industry-wide dynamics
- Acquire at historically low multiples of cash flow or discounts to enterprise or asset value

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# Find Companies in the Zone



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# Investment Process

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- Identification of variant perception fundamental screens
  - Universe of ~300 stocks
  - Small, medium and large market capitalization
- Identify catalysts when investing - both long and short with a bias toward "hard events"
- Investment framework screens
  - Proprietary valuation models
  - Fundamentally driven systematic screens
  - Readily identifiable catalysts
  - Secular trend identification
- Further insight as generated by operational information processing:
  - Company contacts in senior management and visits
  - Competitor review and contacts
- Bottoms up stock selection and portfolio construction
  - Stock specific strategy determination
  - Bottoms up return fundamentally-driven targets and initial position sizing via risk reward analysis
  - Fundamental catalyst development seeking inefficiencies vis-à-vis intrinsic value
- Dynamic Risk Management
  - Stock sector and Industry based fundamentally driven inflection points
  - Thematic market based risk management

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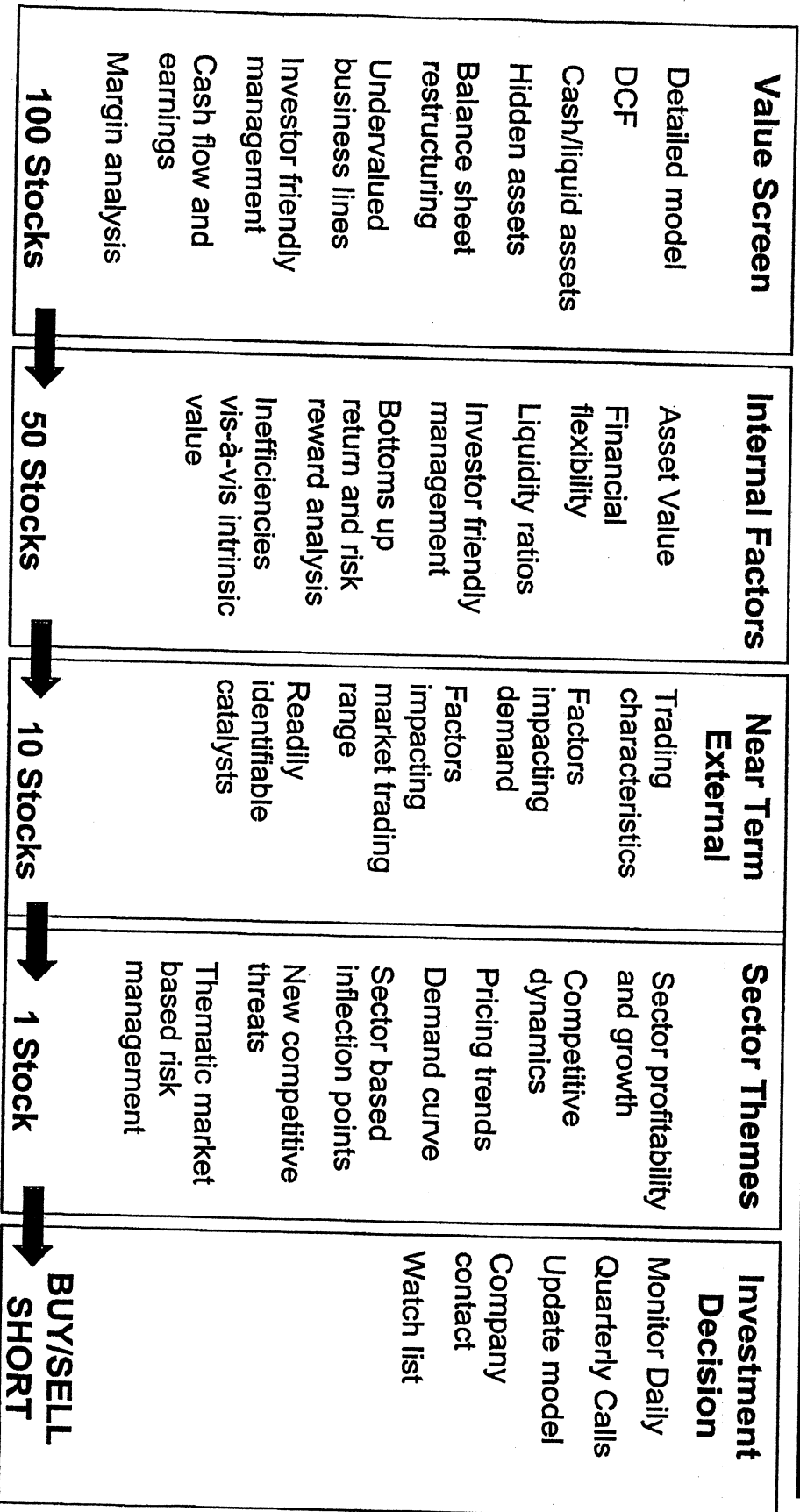
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# Investment Process



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## Portfolio Construction

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- Bottoms up position weightings determined by most favorable risk/reward ratios
- Hold team meetings to set entry and exit points on where to add or reduce positions
- Maintain an intermediate time horizon with core positions while being opportunistic with certain special situations
- Exposure Management
  - Top down diversification parameters
  - Determination of gross, net, and beta exposures
  - Liquidity consideration in relation to valuation
  - Beta posture monitored

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# I. Technology Value Investment

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# Long Candidates

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- Long positions must provide substantial tangible value
  - Sell target equals 85% to 90% of conservative fair value estimate
- Concentrate long positions in businesses with the following characteristics:
  - Attractive multiples of cash flow and earnings
  - Assets trading at discount to NAV
  - Pure value names with long term outlook
  - Special situations (e.g. pairs trades, liquidation)
  - Potential for positive earnings surprise
  - Restructurings and turnaround stories
  - Low P/E vs. likely growth rate

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# Long Portfolio

- Financial Statement Analysis
  - Return on invested capital
  - Operating margins
  - Free cash flow
  - Leverage
  - Margin trends
  - Cash flow trends
  - Balance sheet trends
  - Forensic Accounting
- Apply valuation techniques
  - M&A and public comparables
  - Discounted cash flow analysis
  - Liquidation analysis
  - Sensitivity analysis
  - Downside assessment
- Run customized value screens using a set of analytical parameters
  - Positive Free Cash Flow
  - Modest Debt/Equity Levels (for non-financials)
  - High ROE & ROIC
  - Low Price/Book Value
  - Enterprise value/free cash flow
  - Enterprise value/EBITDA
  - P/E Ratio
- Scan EDGAR filings for equities with significant institutional activity
  - 13-F Filings, 13-D Filings, 13-G Filings
- Significant valuation differential exists between companies in a sector
- The time horizon for this investment return is six to 12 months
- Due diligence validates the quality of the business, its assets, management team and strategic goals
- Lower beta stock event bias
- Fundamentally hard event bias

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## Short Candidates

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- Concentrate short positions in businesses with the following characteristics:
  - Flawed business or unsustainable revenue and earnings growth
  - Experiencing deteriorating business and industry conditions
  - Cash poor balance sheets, often exacerbated by lack of financing
  - Facing capital expenditure requirements in excess of their internal cash generation abilities
  - High valuation concepts or overpriced growth – weakening fundamentals (a losing company in a losing sector)
  - Misleading accounting, criminal/fraudulent activities, or hype/over-promotion
  - Catalysts exist that will lead to a downdraft in the stock price
  - Potential to depreciate by 50% over six months
  - Overvalued with near-term catalysts

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## Short Portfolio

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- Primary objective is capital gain, not hedging
- Stock and strategy specific initial position sizing
- Identification of catalysts
- Rigorous stop loss
- Dynamic price objectives & stop losses
- No valuation shorts
- Shareholder base composition analysis
- Fundamental strategies
- Larger market capitalization bias
- Higher beta bias
- High liquidity and shorter-term trading bias

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## Sell Discipline

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- Sell decisions are fundamentally driven and could be triggered by the following:
  - A negative, fundamental change from original investment thesis
  - A reduction in long-term earnings potential
  - An extreme valuation: is the stock "priced for perfection" or no longer a "value"?
  - Lack of information from the company
  - Substantial negative EPS revisions
  - Significant insider selling
- Capital allocation decisions: are there better opportunities elsewhere?

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## **II. Event-Driven Technology Transformation Investment**

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# Technology Event-Driven Related Transformation

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- **Technology driven by economics**
  - Need to grow or to downsize
  - Cope with changes in business climate
    - Tax policy, regulatory regime, changes in labor or capital costs or commodity appreciation/depreciation
- **Ability to participate in all event-driven subsets**
  - Different types of deals in different economic and market cycles
    - Multi-strategy approach assures deal flow regardless of economic conditions
- **Cost to company of implementation**
  - Effect on customers and suppliers
- **Response of competitors**
  - Effect on revenues and margins
  - Potential dilution
  - Synergies
  - Financeability
- Competitive threat and/or regulatory issues
- Potential Partner for Schottenfeld

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